



**NORFOLK
SOUTHERN**

3-145A002

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number
(804) 629-2818

May 20, 1993

RECORDATION NO. 9396-B

MAY 25 1993 10:10 AM

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of May 7, 1993. The primary document to which this is connected is recorded under Recordation No. 9396.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: CoreStates Bank, N.A. (formerly
First Pennsylvania Bank N.A.)
510 Walnut Street
Philadelphia, PA 19106

LESSEE/GUARANTOR: Norfolk and Western Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

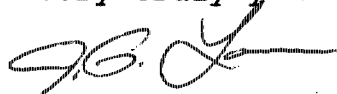
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
50	High Cube Boxcars	XP	861554-861603
24	High Roof Boxcars	XP	604523-604546
50	Diesel-Electric Locomotives	C-C	6139-6188

A fee of \$16.00 is enclosed. Please return two of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of May 7, 1993, to terminate Equipment Trust Agreement with Recordation No. 9396, dated May 1, 1978, and covering 50 high cube boxcars numbered 861554-861603, 24 high roof boxcars numbered 604523-604546, and 50 locomotives numbered 6139-6188.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J.G. Lane", with a stylized flourish at the end.

J. Gary Lane

JGL
Enclosures

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
Series No. 7

RECORDATION NO. 9396-B FILED 1425
MAY 25 1993 10:15 AM

RELEASE AND SATISFACTION AND BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that CoreStates Bank, N. A. (successor by merger to First Pennsylvania Bank N.A.) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of May 1, 1978, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series No. 7 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and any dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal attested by one of its ~~Assistant Secretaries~~, this 7th day of May, 1993.

ASSISTANT VICE PRESIDENT

CORESTATES BANK, N.A.,
as Trustee

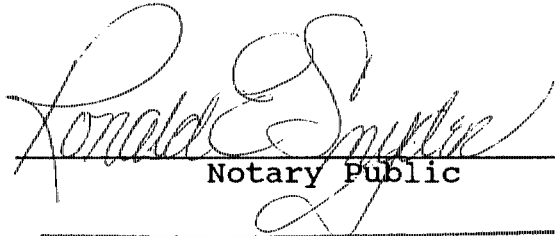
By: CWud
Title: CORPORATE TRUST OFFICER

ATTEST:

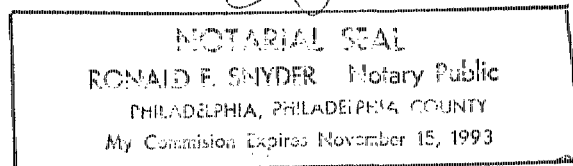
[Signature]
~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

COMMONWEALTH OF Pennsylvania)
COUNTY OF Philadelphia) ss.:
)

On this 7th day of May, 1993, before me,
a Notary Public, personally appeared CATHY WIEDECKE,
to me personally known, who, being by me duly sworn, says^she is a
CORPORATE TRUST OFFICER of CoreStates Bank, N.A., that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors, and
she acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.


Notary Public

My commission expires:



Interstate Commerce Commission

Washington, D.C. 20423

5/25/93

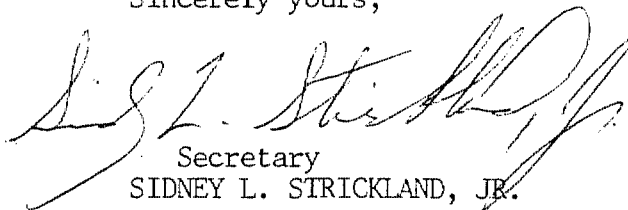
OFFICE OF THE SECRETARY

J. Gary Lane
Senior General Attorney
Norfolk Southern Corporation
Three Commerce Place
Norfolk, VA. 23510-2191

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/25/93** at **10:15am**, and assigned recordation number(s). **9396-B**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

214/14